

HESSNER CATHERINE

Form 4

May 10, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HESSNER CATHERINE

(Last) (First) (Middle)

8375 SOUTH WILLOW STREET

(Street)

LITTLETON, CO 80124

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INNOSPEC INC. [IOSP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior VP - Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/09/2013		M	2	A	\$ 27.085 33,239 ⁽¹⁾	D
Common Stock	05/09/2013		S	2	D	\$ 40.6941 33,237 ⁽²⁾	D
Common Stock	05/09/2013		M	1,272	A	\$ 27.085 34,509 ⁽³⁾	D
Common Stock	05/09/2013		F	675 ⁽⁴⁾	D	\$ 42.2433 33,834 ⁽⁵⁾	D
Common Stock	05/09/2013		S	597	D	\$ 40.6941 33,237 ⁽⁶⁾	D

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Common Stock	05/09/2013	M	1,949	A	\$ 10.38	35,186 ⁽⁷⁾	D
Common Stock	05/09/2013	F	1,035 ⁽⁸⁾	D	\$ 42.2433	34,151 ⁽⁹⁾	D
Common Stock	05/09/2013	S	914	D	\$ 40.6941	33,237 ⁽¹⁰⁾	D
Common Stock	05/09/2013	M	8,026	A	\$ 0	41,263 ⁽¹¹⁾	D
Common Stock	05/09/2013	F	4,262 ⁽¹²⁾	D	\$ 42.2433	37,001 ⁽¹³⁾	D
Common Stock	05/09/2013	S	3,764	D	\$ 40.6941	33,237 ⁽¹⁴⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 27.085	05/09/2013		M	2	02/21/2010 02/21/2017	Common Stock	2
Stock Options	\$ 27.085	05/09/2013		M	1,272	02/21/2010 02/21/2017	Common Stock	1,272
Stock Options	\$ 10.38	05/09/2013		M	1,949	03/17/2013 03/17/2020	Common Stock	1,949
Stock Options	\$ 0	05/09/2013		M	8,026	03/17/2013 03/17/2020	Common Stock	8,026

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESSNER CATHERINE 8375 SOUTH WILLOW STREET LITTLETON, CO 80124			Senior VP - Human Resources	

Signatures

Nicola Earl 05/10/2013

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (2) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (3) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (4) Shares of Common Stock withheld to pay tax liability and acquisition price
 - (5) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (6) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (7) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (8) Shares of Common Stock withheld to pay tax liability and acquisition price.
 - (9) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (10) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (11) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (12) Shares of Common Stock withheld to pay tax liability.
 - (13) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (14) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (15) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (16) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (17) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
 - (18) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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